

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: _____
Lehman Brothers Holdings Inc., et al., _____
Debtors. _____

Chapter 11 Case No.

08-13555

MAY 2019 POST-EFFECTIVE OPERATING REPORT

MAY 1, 2019 – MAY 31, 2019
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

DEBTORS' ADDRESS: LEHMAN BROTHERS HOLDINGS INC.
c/o KRISTINE DICKSON
CHIEF FINANCIAL OFFICER
277 PARK AVENUE
46th FLOOR
NEW YORK, NY 10172

DEBTORS' ATTORNEYS: WEIL, GOTSHAL & MANGES LLP
c/o JACQUELINE MARCUS, GARRETT A. FAIL
767 FIFTH AVENUE
NEW YORK, NY 10153

REPORT PREPARER: LEHMAN BROTHERS HOLDINGS INC., AS PLAN ADMINISTRATOR

Date: **June 28, 2019**

SCHEDULE OF DEBTORS

The twenty three entities listed below (the “Debtors”) filed for bankruptcy in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) on the dates indicated below. On December 6, 2011, the Bankruptcy Court confirmed the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”). On March 6, 2012, the “Effective Date” (as defined in the Plan) occurred. As of the date hereof, the following Debtors’ chapter 11 cases remain open:

	Case No.	Date Filed ("Commencement Date")
Lehman Brothers Holdings Inc. (“LBHI”)	08-13555	9/15/2008
Lehman Brothers Special Financing Inc. (“LBSF”)	08-13888	10/3/2008
Lehman Brothers OTC Derivatives Inc. (“LOTC”).....	08-13893	10/3/2008
Lehman Commercial Paper Inc. (“LCPI”).....	08-13900	10/5/2008
BNC Mortgage LLC	09-10137	1/9/2009

The following Debtors’ chapter 11 cases were closed in 2016, 2018 and 2019, pursuant to final decrees entered by the Bankruptcy Court (Docket No. 51920, No. 54163, No. 58257, and No. 59472):

	Case No.	Date Filed	Date Closed
LB 745 LLC.....	08-13600	9/16/2008	1/28/2016
PAMI Statler Arms LLC.....	08-13664	9/23/2008	1/28/2016
CES Aviation LLC	08-13905	10/5/2008	1/28/2016
CES Aviation V LLC.....	08-13906	10/5/2008	1/28/2016
CES Aviation IX LLC	08-13907	10/5/2008	1/28/2016
LB 2080 Kalakaua Owners LLC	09-12516	4/23/2009	1/28/2016
LB Somerset LLC	09-17503	12/22/2009	1/28/2016
LB Preferred Somerset LLC	09-17505	12/22/2009	1/28/2016
East Dover Limited.....	08-13908	10/5/2008	12/15/2016
Luxembourg Residential Properties Loan Finance S.a.r.l.....	09-10108	1/7/2009	12/15/2016
Merit LLC	09-17331	12/14/2009	12/15/2016
Lehman Brothers Derivative Products Inc. (“LBDP”)	08-13899	10/5/2008	06/14/2018
Lehman Brothers Financial Products Inc. (“LBFP”)	08-13902	10/5/2008	06/14/2018
Lehman Scottish Finance L.P.	08-13904	10/5/2008	06/14/2018
LB Rose Ranch LLC	09-10560	2/9/2009	06/14/2018
Lehman Brothers Commodity Services Inc. (“LBCS”).....	08-13885	10/3/2008	02/11/2019
Lehman Brothers Commercial Corporation (“LBCC”).....	08-13901	10/5/2008	02/11/2019
Structured Asset Securities Corporation.....	09-10558	2/9/2009	02/11/2019

The Company has established an email address to receive questions from readers regarding its financial disclosures. The Company plans to review questions received, and for those subjects which the Company determines a response would not (i) violate a confidentiality provision, (ii) place the Company in a competitive or negotiation disadvantage, or (iii) be unduly burdensome relative to the value of information requested, the Company shall endeavor to post a response (maintaining the anonymity of the originators of the questions). The Company assumes no obligation to respond to email inquiries.

Please email questions, with document references as relevant, to:

QUESTIONS@lehmanholdings.com

The Company’s previously posted responses can be found on the Epiq website maintained for the Company:

www.lehman-docket.com under the Key Documents tab and the Responses to Questions Submitted category

**LEHMAN BROTHERS HOLDINGS INC. AND OTHER DEBTORS AND DEBTOR-CONTROLLED
ENTITIES**

**BASIS OF PRESENTATION
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS
MAY 1, 2019 – MAY 31, 2019**

The information and data included in this May 2019 Post-Effective Operating Report (the “Operating Report”) are derived from sources available to LBHI, as Plan Administrator, and its Controlled Entities (collectively, the “Company”). The term “Controlled Entities” refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad. LBHI and certain of its Controlled Entities filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the “Debtors”. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, which includes certain information as required by the Office of the US Trustee, based on the information available to LBHI at this time, but notes that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

Other items:

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company’s external auditors at any time in the future. Cash balances and activity denominated in foreign currencies have been converted to US Dollars.
2. Beginning and ending balances include demand deposits, interest-bearing deposits with banks, U.S. money-market funds, U.S. government obligations, and investment grade corporate bonds and commercial paper.
3. Beginning and ending cash balances are based on preliminary closing numbers and are subject to adjustment.

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

	LBHI	LBSF	Debtors			Debtor-Controlled Entities Total	Total Debtors and Debtor-Controlled Entities
			LCPI	Other	Total		
Beginning Free Cash and Investments (05/01/19)	\$ 92	\$ 4	\$ 1	\$ 9	\$ 107	\$ 51	\$ 158
Sources of Cash							
Financial Instruments	5	1	-	-	5	1	6
Receipts from Affiliates	(a) 9	5	-	0	14	-	14
Other	1	0	0	0	1	0	1
Total Sources of Cash	14	6	0	0	20	1	22
Uses of Cash							
Non-Operating	(0)	-	-	-	(0)	(0)	(0)
Operating Expenses	(b) (4)	(0)	(1)	(0)	(5)	(0)	(5)
Total Uses of Cash	(4)	(0)	(1)	(0)	(5)	(0)	(5)
Total Cash From Operations	10	6	(1)	0	16	1	17
Plan Distributions	(c) 3	-	-	-	3	-	3
Total Payments to Creditors	3	-	-	-	3	-	3
Reclass from/(to) Restricted Cash	(d) (5)	2	(0)	0	(4)	(12)	(15)
Net changes in Free Cash and Investments	7	7	(1)	0	14	(10)	4
Ending Free Cash and Investments (05/31/19)	100	11	0	9	120	41	161
Beginning Restricted Cash (05/01/19)							
Secured, Admin, Priority Claims and Other	-	-	-	-	-	2	2
Operating Expenses and Incentive Fees	7	(2)	0	(0)	5	(1)	5
Other	(2)	-	-	-	(2)	10	9
Net Changes in Restricted Cash	5	(2)	0	(0)	4	12	15
Ending Restricted Cash (05/31/19)	177	17	4	3	200	22	222
Beginning Total Cash and Investments (05/01/19)							
Net changes in Free Cash and Investments	7	7	(1)	0	14	(10)	4
Net changes in Restricted Cash	5	(2)	0	(0)	4	12	15
Ending Total Cash and Investments (05/31/19)	\$ 276	\$ 28	\$ 4	\$ 12	\$ 321	\$ 63	\$ 384

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".
 Totals may not foot due to rounding.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities

Schedule of Cash Receipts and Disbursements

May 1, 2019 - May 31, 2019

Unaudited (\$)

Notes:

(a) Receipts from Affiliates primarily include distributions from Lehman Brothers Treasury Co. B.V. ("LBT") in connection with LBT's wind down. See www.lehmanbrotherstreasury.com for additional information.

(b) A portion of the Operating Expenses paid by LBHI is subject to allocations to, and reimbursement from, various Debtors and Debtor-Controlled Entities.

(c) Plan Distributions include returned distributions from holders of guarantee claims against LBHI whose claims were satisfied in full through the combination of distributions from the primary obligor, LBT, and the corresponding guarantee distributions from LBHI. The returned distributions represent the excess aggregate distributions from the primary obligor and LBHI over the allowed amount of the LBHI guarantee claims.

(d) The reclassification of \$12 million of free cash to restricted cash at Debtor-Controlled Entities primarily relates to an obligation by a Debtor-Controlled Entity to a Non-Controlled Affiliate and an estimated tax liability.